

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al., <sup>1</sup>	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Hearing Date: July 6, 2011, at 9:00 a.m.
	)	Objection Deadline: June 3, 2011

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**DEBTORS' MOTION FOR AN ORDER AMENDING THE FOREIGN HOLDING  
COMPANY ORDER (DOCKET NO. 26630)**

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The above-captioned debtors and debtors-in-possession (the "Debtors") respectfully request that the Court (the "Motion") enter an order substantially in the form attached hereto as Exhibit A (the "Order") amending the *Order Authorizing Creation of a Nondebtor Foreign Subsidiary Holding Company Structure* (docket no. 26630) entered by this Court (the "Foreign HoldCo Order")<sup>2</sup> on March 25, 2011, to permit the Debtors to establish the Netherlands HoldCo in a jurisdiction other than the Netherlands that the Debtors may choose in their business judgment, and which has substantially similar tax and other benefits that would arise from

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

<sup>2</sup> A copy of the HoldCo Order is attached hereto as Exhibit B.

establishing the Netherlands HoldCo as a Netherlands entity.<sup>2</sup> The Debtors incorporate the Foreign HoldCo Motion by reference.

In support of this Motion, the Debtors respectfully state as follows:

#### JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

2. The predicate for this Motion are sections 105 and 363 of the Bankruptcy Code and Fed. R. Bankr. P. 6004.

#### BACKGROUND

3. On February 18, 2011, the Debtors filed the Foreign HoldCo Motion, which requested the Court enter an order authorizing the Debtors to establish the Netherlands HoldCo Structure. Debtor W. R. Grace & Co.-Conn. ("Grace-Conn.") will transfer its equity interests in the Nondebtor HoldCo Subsidiaries to the Netherlands HoldCo. Grace-Conn will hold the equity interests of the Netherlands HoldCo. On March 25, 2011, the Court entered the Foreign HoldCo Order.

4. The Debtors originally intended to domicile the Netherlands HoldCo in the Netherlands, which the Foreign HoldCo Order provides for. Recent developments have prompted the Debtors to consider establishing the domicile of the holding company in a jurisdiction other than the Netherlands. The Debtors will choose a jurisdiction that provides, in their business judgment, favorable business attributes similar to those found in The Netherlands,

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<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Foreign HoldCo Order, the *Debtors' Motion for an Order Authorizing Creation of a Nondebtor Foreign Subsidiary Holding Company Structure* (Docket no. 26349) (the "Foreign HoldCo Motion") or the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, Docket nos. 19579, 20666, 20872, 20873, 21594, 24657, 25881- & 26368 (the "Plan").

but which will at the same time allow the Debtors' foreign subsidiaries additional flexibility in future business transactions.

**RELIEF REQUESTED**

5. By this Motion, the Debtors seek entry of the Order attached to this Motion as Exhibit A amending the Foreign HoldCo Order by authorizing, but not requiring, the Debtors to establish the Netherlands HoldCo Structure with a holding company domiciled in the Netherlands or another jurisdiction that the Debtors shall choose in their business judgment. The Foreign HoldCo Order will remain unchanged in all other aspects.

**PREVIOUS MOTION**

6. The Debtors have not filed any previous motion for the relief sought herein has been made to this or any other court. As set forth above, however, on February 18, 2011, the Debtors filed the Foreign HoldCo Motion, and on March 25, 2011, the Court entered the Foreign HoldCo Order.

**NO BRIEFING SCHEDULE**

7. The Debtors respectfully submit that this Motion does not present any novel issues of law requiring briefing. Therefore, pursuant to Rule 7.1.2 of the Local Rules of Civil Practice and Procedure of the United States District Court for the District of Delaware (the "Local District Court Rules"), incorporated by reference in Del. Bankr. L.R. 1001-1(b), the Debtors respectfully request that the Court set aside the briefing schedule set forth in Rule 7.1.2(a) of the Local District Rules.

**NOTICE**

8. Notice of this Motion has been given to: (i) the office of the United States Trustee; (ii) counsel to the L/C Facility Agent and L/C Issuers; (iii) counsel to JP Morgan Chase Bank N.A. as agent for the Debtors' prepetition lenders; (iv) counsel to each of the official

committees appointed in these Chapter 11 Cases; (v) counsel to the Asbestos Personal Injury and Asbestos Property Damage Future Claimants' Representatives; and (vi) those parties that requested service and notice of papers in accordance with Fed. R. Bankr. P. 2002. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

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The Debtors respectfully request the Court enter the Order substantially in the form attached hereto as Exhibit A authorizing but not requiring the Debtors to, (i) domicile their foreign holding company in a jurisdiction other than The Netherlands, (ii) consummate the transactions contemplated thereby, and (iii) granting such other relief as may be appropriate.

Dated: May 16, 2011


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